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OF COUNSEL  
URBAN A. LESTER

May 29, 2009

RECORDATION NO. 23680-L FILED

JUN 16 '09 -2 0 0 PM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2001-1D

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement 5D (CIT Rail Trust 2001-1D), dated June 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23680.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Manufacturers and Traders Trust Company  
(successor-by-merger to Allfirst Bank)  
25 South Charles Street  
Baltimore, MD 21202

Owner Trustee: Wells Fargo Bank Northwest, National  
Association, not in its individual capacity but  
solely as Owner Trustee  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, Utah 84111

Anne K. Quinlan, Esquire  
June 16, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

54 hopper railcars have been remarked and renumbered TCMX 350069 - TCMX 350074 and within the series CEFX 12893 - CEFX 13043, CEFX 350015 - CEFX 350044 and TCMX 12336 - TCMX 12530 (previously marked TCMX 12224 and within the series CEFX 11254 - CEFX 12730, JAIX 96116 - JAIX 96228, SIRX 12893 - SIRX 13043) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Trust Indenture Supplement 5D (CIT Rail Trust 2001-1D).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal flourish.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO.

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-2 0 0 PM

EXECUTION COPY

**SURFACE TRANSPORTATION BOARD  
TRUST INDENTURE SUPPLEMENT 5D  
(CIT Rail Trust 2001-1D)**

This Indenture Supplement 5D (CIT Rail Trust 2001-1D), dated June 5, 2009 (this "Indenture Supplement") between WELLS FARGO BANK NORTHWEST, N.A., a national banking association, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2001-1D), dated as of September 28, 2001 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and FIRST CHICAGO LEASING CORPORATION, as Owner Participant and MANUFACTURERS AND TRADERS TRUST COMPANY (successor by merger to Allfirst Bank) as Indenture Trustee (the "Indenture Trustee"), supplements that certain Trust Indenture and Security Agreement (CIT Rail Trust 2001-1D) dated as of September 28, 2001 (the "Indenture"), between Owner Trustee and Indenture Trustee;

WITNESSETH: .

WHEREAS, Owner Trustee and The CIT Group/Equipment Financing, Inc. (the "Lessee") entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1D) dated as of September 28, 2001 (the "Lease");

WHEREAS, Section 4.2 of the Lease provides for the execution and delivery of one or more Lease Supplement and Indenture Supplement for, among other things, the purpose of substituting the old reporting mark (the "Current Mark") of any Unit with a replacement reporting mark (the "Replacement Mark");

WHEREAS, Lessee and Owner Trustee are entering into a Lease Supplement, of even date herewith, to evidence that for those Units described on the attached Schedule 1 Lessee has substituted the Current Mark of each Unit a Replacement Mark, which Lease Supplement shall be filed and recorded in all public offices where the Lease has been filed and recorded;

WHEREAS, at the request of Lessee, Owner Trustee and Indenture Trustee are executing and delivering this Indenture Supplement to substitute the Current Mark of each Unit on the attached Schedule 1 with a Replacement Mark;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Owner Trustee and Indenture Trustee agree as follows:

1. The Current Mark of each Unit listed on the attached Schedule 1 shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1;
2. This Indenture Supplement shall, at Lessee's expense, be recorded with the Surface Transportation Board and in all other public offices where the Indenture is filed or recorded;

*(Trust Indenture Supplement 5D)*

NY1:3511889

3. All of the terms and provisions of the Indenture are hereby incorporated by reference in this Indenture Supplement to the same extent as if fully set forth herein.

4. This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

5. This Indenture Supplement may be executed by the Owner Trustee and Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Indenture Supplement.

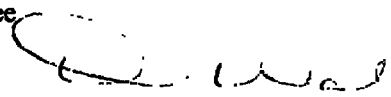
\* \* \*

*(Trust Indenture Supplement 5D)*

NY1:#3511889

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,  
not in its individual capacity, but solely as Owner  
Trustee

By:   
Name: David Wall  
Title: Assistant Vice President

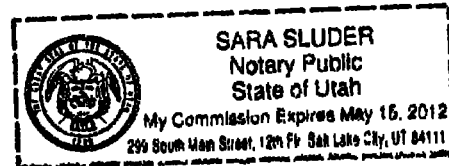
STATE OF **Utah** )  
 ) SS.:  
COUNTY OF **Salt Lake**

On this 5<sup>th</sup> day of June, 2009 before me personally appeared David Wall,  
to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of Wells  
Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but  
solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority  
of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.


Sara Sluder

Notary Public

My commission expires: \_\_\_\_\_



MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By:   
Name: Dante Monakil  
Title: Vice President

STATE OF DELAWARE)  
 ) SS.:  
COUNTY OF NEWCASTLE)

On this 4<sup>th</sup> day of June, 2009 before me personally appeared DANTE M. MONAKIL  
to me personally known, who being duly sworn, says that he/she is the V.P. of  
Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed  
on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that  
the execution of the foregoing instrument was the free act and deed of said corporation.

Joan F. Wilson  
Notary Public

My commission expires: 9-23-10

**JOAN F. WILSON**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**  
My commission expires Sept. 23, 2010



**SCHEDULE 1****SCHEDULE OF CHANGE TO RECORDING MARKS & NUMBERS**

**Car**  
**Type: C114**

**Description: (54) 5100 & 5400 Covered Hopper Cars**

<u>Current Mark &amp; Number</u>		<u>Replacement Mark &amp; Number</u>	
CEFX	11254	CEFX	350015
CEFX	12134	CEFX	350016
CEFX	12138	CEFX	350018
CEFX	12140	CEFX	350019
CEFX	12143	CEFX	350020
CEFX	12155	CEFX	350021
CEFX	12169	CEFX	350022
CEFX	12177	CEFX	350023
CEFX	12179	CEFX	350024
CEFX	12202	CEFX	350025
CEFX	12216	CEFX	350026
CEFX	12225	CEFX	350027
CEFX	12238	CEFX	350028
CEFX	12255	CEFX	350029
CEFX	12263	CEFX	350030
CEFX	12276	CEFX	350031
CEFX	12280	CEFX	350032
CEFX	12288	CEFX	350033
CEFX	12307	CEFX	350034
CEFX	12322	CEFX	350035
CEFX	12323	CEFX	350036
CEFX	12324	CEFX	350037
CEFX	12326	CEFX	350038
CEFX	12330	CEFX	350039
CEFX	12355	CEFX	350040
CEFX	12359	CEFX	350041
CEFX	12392	CEFX	350042
CEFX	12400	CEFX	350043
CEFX	12564	TCMX	350069
CEFX	12624	TCMX	350070
CEFX	12638	TCMX	350071
CEFX	12669	TCMX	350072
CEFX	12683	CEFX	350044

*(Trust Indenture Supplement 5D)*

<u>Current Mark &amp; Number</u>		<u>Replacement Mark &amp; Number</u>	
CEFX	12719	TCMX	350073
CEFX	12730	TCMX	350074
JAIX	96116	TCMX	12418
JAIX	96133	TCMX	12435
JAIX	96135	TCMX	12437
JAIX	96153	TCMX	12455
JAIX	96171	TCMX	12473
JAIX	96177	TCMX	12479
JAIX	96182	TCMX	12484
JAIX	96193	TCMX	12495
JAIX	96194	TCMX	12496
JAIX	96212	TCMX	12514
JAIX	96216	TCMX	12518
JAIX	96228	TCMX	12530
SIRX	12893	CEFX	12893
SIRX	12895	CEFX	12895
SIRX	12991	CEFX	12991
SIRX	12993	CEFX	12993
SIRX	13022	CEFX	13022
SIRX	13043	CEFX	13043
TCMX	12224	TCMX	12336

*(Trust Indenture Supplement 5D)*

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/16/09



\_\_\_\_\_  
Robert W. Alvord